

BY-LAWS OF
METROPOLITAN DETROIT RESEARCH AND EDUCATION FOUNDATION

I
NAME, OFFICES AND PURPOSES

- 1.1 NAME. The name of the corporation is Metropolitan Detroit Research and Education Foundation.
- 1.2 PLACES OF BUSINESS. The corporation shall have its principal place of business in Detroit, Michigan and may have such other places of business as the Board of Directors may from time to time determine.
- 1.3 PURPOSES. The purposes for which the corporation is organized are:
 - A. To receive and administer funds on behalf of research investigators at VA Medical Centers in the State of Michigan and to operate exclusively for charitable, scientific, or educational purposes within the meaning of section 501(C) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), for the support of research, educational, and related activities in accordance with Sec. 204 of Public Law 100-322, 38 U.S.C. 4161 *et seq.*
 - B. To give funds and property from time to time to other organizations to be used (or held for use) directly in carrying out such purposes.
 - C. To acquire, own, dispose of and deal with real and personal property and to apply gifts, grants, contracts and bequests and their proceeds to further such purposes.
- 1.4 NONPROFIT OPERATION. The corporation shall be operated exclusively for charitable, scientific and educational purposes within the meaning of section 501(C) (3) of the Code as a nonprofit corporation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings for the corporation shall inure to the benefit of any director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

II BOARD OF DIRECTORS

- 2.1 **BOARD OF DIRECTORS.** The business and affairs of the corporation shall be managed by a Board of Directors, which is the governing body of the corporation. The corporation is organized on a nonstock, directorship basis and, except as otherwise provided by law, all matters which are subject to membership vote or other action in the case of a Michigan nonprofit membership corporation shall be approved by action of the Board of Directors. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually.
- 2.2 **NUMBER, QUALIFICATIONS, AND SELECTION OF DIRECTORS.** The Board of Directors shall consist of not less than five persons, as the Board of Directors shall from time to time determine. Directors shall be elected by the Board of Directors at its annual meeting and vacancies shall be filled in the manner specified in section 2.4 below. Directors shall serve for three ~~one~~-year terms and shall be eligible for reelection. The Board of Directors shall include the Director, the Chief of Staff, and the Associate Chief of Staff for Research and Education Chief of Facility Education for the Department of Veterans Affairs Medical Center in Detroit, Michigan (the John D. Dingell VA Medical Center), the Associate Dean for Research & Graduate Programs, School of Medicine and the Assistant Vice President for Research for Wayne State University and additional members as needed who are familiar with biomedical research. All members of the Board of Directors, and all changes to the membership of the Board, shall be subject to the approval of the Director of the Detroit VA Medical Center.
- 2.3 **REMOVAL.** A director (other than the Director, Chief of Staff, and Associate Chief of Staff for Research and Development at the Detroit VA Medical Center) may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds of the directors then in office and the concurrence of the Director of the Detroit VA Medical Center.
- 2.4 **VACANCIES.** Vacancies occurring in the Board of Directors by reason of death, resignation, removal, or other inability to serve shall be filled by the affirmative vote of a majority of the remaining directors although less than a quorum of the Board of Directors. A director elected to fill a vacancy shall serve for the unexpired portion of the term. All members of the Board of Directors elected to fill vacancies shall be subject to the approval of the Director of the Detroit VA Medical Center.
- 2.5 **ANNUAL MEETING.** The annual meeting of the Board of Directors shall be held at such place, date and hour as the Board of Directors may determine from

time to time. At the annual meeting, the Board of Directors shall elect directors, elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appear for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

- 2.6 **REGULAR AND SPECIAL MEETINGS.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine at a prior meeting or as shall be directed or approved by the vote or written consent of all the directors. Special meetings of the Board may be called by the President or by the Secretary, and shall be called by the President or Secretary upon written request of any two directors.
- 2.7 **NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS.** Written notice of the time and place of all meetings of the Board shall be given to each director at least three days before the date of the meeting, either personally or by mailing such notice to each director at the address designated by the director for such purposes, or if none is designated, at the director's last known address. Notices of special meetings shall state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.
- 2.8 **ACTION WITHOUT A MEETING.** Any action required or permitted at any meeting of the Board of Directors or a committee thereof may be taken without a meeting, without prior notice and without a vote, if all of the directors or committee members entitled to vote thereon consent in writing. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.
- 2.9 **QUORUM AND VOTING REQUIREMENTS.** A majority of the directors then in office and a majority of any committee appointed by the Board constitutes a quorum for the transaction of business; however, if the number of directors constituting the whole Board is at least seven, such number of directors as is equal to one-third of the directors then in office shall constitute a quorum. The vote of a majority of the directors or committee members present at any meeting at which there is a quorum shall be the act of the Board or the committee, except as a larger vote may be required by the laws of the State of Michigan, these bylaws or the Articles of Incorporation. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

- 2.10 **POWERS OF THE BOARD OF DIRECTORS.** The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501(C) (3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan.
- 2.11 **COMPENSATION.** Directors shall receive no compensation for their services on the Board of Directors. The preceding sentence shall not, however, prevent the corporation from purchasing insurance as provided in article IV or prevent the Board of Directors from providing reasonable compensation to a director for services which are beyond the scope of the director's duties as a director or from reimbursing any director for expense actually and necessarily incurred in the performance of the director's duties as a director.
- 2.12 **EXECUTION OF CONVEYANCES, MORTGAGES, AND CONTRACTS.** The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the corporation.

III OFFICERS

- 3.1 **OFFICERS.** The officers shall be a President, a Secretary, and a Treasurer. There may also be such other officers as the Board of Directors deems appropriate. The Board may appoint, with the concurrence of the Director of the Detroit VA Medical Center, an Executive Director, who shall be responsible for the general operations of the corporation and who shall have such other specific duties and responsibilities as the Board shall determine by resolution.
- 3.2 **ELECTION AND TERM OF OFFICE.** All officers shall be elected for a term of one year (or until their successors have been elected) by the Board of Directors at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers.
- 3.3 **REMOVAL.** Any officer other than the Executive Director may be removed with or without cause by the vote of a majority of the directors then in office at any regular or special meeting of the Board of Directors. The Executive Director, if one is appointed, may be removed with or without cause by (i) the vote of a

majority vote of the directors then in office at any regular or special meeting of the Board of Directors and (ii) the concurrence of the Director of the ~~Allen Park~~ Detroit VA Medical Center.

- 3.4 VACANCIES. In the event of the death, resignation, removal, or other inability to serve of any officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.
- 3.5 PRESIDENT. The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.
- 3.6 SECRETARY. The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or shall be determined from time to time by the Board of Directors.
- 3.7 TREASURER. The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

IV INDEMNIFICATION

Each person who is or was a director, officer, or member of a committee of the corporation and each person who serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to

indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

V MISCELLANEOUS

- 5.1 **COMMITTEES.** The Board of Directors may establish such standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees. The Board of Directors may establish one or more executive committees and determine the powers and duties of such executive committee or committees within the limits prescribed by law.
- 5.2 **APPROVAL OF CERTAIN EXPENDITURES.** The corporation shall not spend funds for a research project unless the project i) is approved in accordance with procedures prescribed by the Chief Medical Director in VA manual M-3 and ii) includes a formal review of the proposal by the Detroit VA Medical Center's research and development committee (or the R&D committee at another VA Medical Center in the State of Michigan).
- 5.3 **AMENDMENTS.** These bylaws may be amended at any meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board of Directors then in office. No amendment inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.